

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER OF

The National Shooting Centre Limited

Company number 03525563

[Signature]
(the "Company")

Circulated on: 7 Feb 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company, propose that the resolution below is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

THAT

- 1 the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- 2 the Articles of Association in the form annexed to this written resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the sole member of the Company on the Circulation Date, irrevocably agrees to the Resolution set out above:

Signed by The National Rifle Association

[Signature] 7/2/2020
Trustee
[Signature] 7/2/20
Trustee

WEDNESDAY



A8YMRGCI

A10 12/02/2020 #153

COMPANIES HOUSE

IMPORTANT NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at Bisley Camp, Brookwood Surrey GU24 0PB.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the day 28 days following the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

The Companies Acts 2006

Private company limited by shares

Articles of Association

of

The National Shooting Centre Limited

(Adopted by Special Resolution passed on^{7 Feb}.....²⁰~~2019~~)

1 Preliminary

- 1.1 The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") as in force on the date these Articles are adopted and ignoring any subsequent changes to that Schedule shall apply to the Company except as excluded or modified below. Such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.2 Any reference to a provision of the Companies Act 2006 includes a reference to any statutory modification or re-enactment of that provision.
- 1.3 Model Articles 26(5) (*Share transfers*) does not apply to the Company.
- 1.4 "**Controlling Shareholder**" means the registered holder for the time being of not less than three-quarters in nominal value of the equity share capital of the Company.
- 1.5 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.6 Unless the context otherwise requires, the plural includes the singular and vice versa, references to one gender include all genders and references to persons include bodies corporate and unincorporated associations.

2 Appointment of directors

The Controlling Shareholder may at any time by notice in writing to the Company appoint one or more persons to be a director or directors of the Company and may remove any director from office, whether or not appointed pursuant to this Article.

3 Authority of directors

The Controlling Shareholder may from time to time by notice in writing to the Company restrict any or all powers of any one or more directors to such extent and for such duration as the Controlling Shareholder may specify.

4 Directors

- 4.1 There shall be no more than six directors of the Company each appointed pursuant to Article 2, being:
- (a) at least two trustees for the time being of the Controlling Shareholder;
 - (b) an individual who serves as Chief Executive of the Company; and
 - (c) at least one individual who is independent of the Controlling Shareholder.
- 4.2 The quorum for meetings of the Directors shall be three of whom at least one must be a trustee of the Controlling Shareholder and at least one must be an individual who is independent of the Controlling Shareholder.
- 4.3 Model Article 8(2) is amended by replacing "copies of which have been signed by each eligible director" with "where each eligible director has signed one or more copies of it".
- 4.4 If the directors take a decision by electronic means, they shall record that decision in a form that enables the directors to retain a copy of that decision in the records of the Company.

5 Termination of appointment of director

Model Article 18 is amended by adding new paragraphs as follows:

- "(g) the Company receives notification from the Controlling Shareholder of the removal of that person as a director."

6 Secretary

The directors may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit and any secretary appointed by the directors may be removed by them.

7 Issue of shares

The directors may not issue or allot any shares without the consent of the members of the Company by special resolution.

8 Transfer of shares

The directors may not refuse to register any transfer of shares.

9 Winding-up

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by law:

- (a) divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members; and
- (b) vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he may determine, but no member shall be compelled to accept any assets.